

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

LEHMAN BROTHERS HOLDINGS INC., et al.,

Debtors.

$$\begin{array}{c} \vdots \\ -\mathbf{x}_1 \\ \vdots \\ -\mathbf{x}_n \\ \vdots \end{array}$$

Chapter 11 Case No.

08-13555 (JMP)

(Jointly Administered)

**ORDER TO SHOW CAUSE TO CONSIDER DEBTORS’
MOTION PURSUANT TO BANKRUPTCY RULE 9019 FOR
AUTHORITY TO COMPROMISE CONTROVERSY IN CONNECTION
WITH A REPURCHASE TRANSACTION WITH FENWAY CAPITAL, LLC,
AND A COMMERCIAL PAPER PROGRAM WITH FENWAY FUNDING, LLC**

Upon the motion, dated March 25, 2009 (Docket no. 7831, the “Motion”), of Lehman Brothers Holdings Inc. (“LBHI”) and its affiliated debtors (including Lehman Commercial Paper Inc. (“LCPI”)) in the above-referenced chapter 11 cases (together, the “Debtors”) pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) authorizing LBHI and LCPI to compromise controversy in connection with a repurchase transaction with Fenway Capital, LLC and a commercial paper program with Fenway Funding, LLC; and upon the Declaration of Alfredo R. Pérez Pursuant to Local Bankruptcy Rule 9077-1(a), dated March 26, 2010, in support of this order to show cause (the “Declaration”); and it appearing that an order to show cause is necessary to expedite consideration of the relief requested in the Motion and such expedited consideration is beneficial to the Debtors’ estates and creditors; and after due deliberation and sufficient cause appearing therefor, it is hereby:

ORDERED that a hearing (the “Hearing”) to consider the Motion shall be held before the Honorable James M. Peck, United States Bankruptcy Judge, in Courtroom 601,

United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004 on **April 14, 2010 at 10:00 a.m. (Prevailing Eastern Time)**, or as soon thereafter as counsel may be heard; and it is further

ORDERED that notice of the Hearing shall be given by sending a copy of this Order, the Declaration and the Motion, via e-mail, fax, or overnight mail, on or before **March 26, 2010** to (i) Dewey & LeBoeuf LLP, 1301 Avenue of the Americas, New York, New York 10019, Att: Irena Goldstein, attorneys for Fenway Capital, LLC, Fenway Funding, LLC and Hudson Castle Group Inc. ("Fenway and Hudson"); (ii) Seward & Kissel LLP, One Battery Park Plaza, New York, New York 10004, Att: Laurie Binder, attorneys for Deutsche Bank Trust Company Americas, in its capacity as master administrator and indenture trustee ("DBTCA"); (iii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004, Att: Andy Velez-Rivera, Esq. (the "U.S. Trustee"); (iv) Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 10005, Att: Dennis F. Dunne, Dennis O'Donnell and Evan Fleck, attorneys for the Official Committee of Unsecured Creditors (the "Creditors' Committee"); (v) the Securities and Exchange Commission; (vi) the Internal Revenue Service; (vii) the United States Attorney for the Southern District of New York; and (viii) all parties who have requested notice in these chapter 11 cases, and it appearing that no other or further notice need be provided; and it is further

ORDERED that objections and responses, if any, to the Motion must be in writing, shall conform to the Bankruptcy Rules and the Local Rules for the United States Bankruptcy Court for the Southern District of New York, and shall be filed with the Bankruptcy Court electronically in accordance with General Order M-242 (General Order M-242 and the

User's Manual for the Electronic Case Filing System can be found at

<http://www.nysb.uscourts.gov>, the official website for the Bankruptcy Court), by registered users of the Bankruptcy Court's case filing system and, by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect or any other Windows-based word processing format, and shall be served in accordance with General Order M-242, upon (i) the Chambers of the Honorable James M. Peck, One Bowling Green, New York, New York 10004, Courtroom 601; (ii) Weil Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Alfredo R. Perez, Esq.), attorneys for the Debtors; (iii) the U.S. Trustee; (iv) attorneys for the Creditors' Committee; and (v) any person or entity entitled to receive notice of the Motion in these cases, so as to be so filed and received no later than **April 7, 2010 at 4:00 p.m. (Prevailing Eastern Time)**; and it is further

ORDERED that notice given in accordance with the provisions of this Order shall constitute good and sufficient notice of the Hearing, the Application and all other matters to be heard in connection therewith.

Dated: March 26, 2010
New York, New York

s/ James M. Peck
UNITED STATES BANKRUPTCY JUDGE